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Attorneys for Plaintiff
ABKCO MUSIC, INC.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ABKCO MUSIC, INC.,

Case No.:

Plaintiff,

-against-

DWAYNE MICHAEL CARTER, JR. p/k/a
LIL WAYNE, NICHOLAS MARK WARWAR
p/k/a STREETRUNNER, JASON
DESROULEUX, CASH MONEY RECORDS,
INC., UNIVERSAL MOTOWN REPUBLIC
GROUP, UNIVERSAL MUSIC GROUP
RECORDINGS, INC., YOUNG MONEY
PUBLISHING INC., WARNER-TAMERLANE
PUBLISHING CORP., WARNER/CHAPPELL
MUSIC, INC., and EMI MUSIC PUBLISHING,

**AFFIDAVIT OF ANTHONY
RICIGLIANO IN SUPPORT OF
PLAINTIFF'S MOTION FOR
PRELIMINARY INJUNCTIVE RELIEF**

Defendants.

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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ANTHONY RICIGLIANO, being duly sworn deposes and states:

1. I am the President of Donato Music Services, Inc. ("Donato"), and am trained as a musicologist. I have been retained in the context of the present action to render an expert opinion, as a musicologist, regarding a comparison of the musical composition "Play With Fire",

written by the five (5) original members of the Rolling Stones and owned by the Plaintiff, ABKCO Music, Inc ("ABKCO" or "Plaintiff"), and "Playing With Fire" written by Defendant, DWAYNE MICHAEL CARTER, JR p/k/a Lil Wayne. (A copy of my report concluding that "Playing With Fire" clearly represents a derivative work of "Play With Fire" is annexed hereto as Exhibit "B").

I. Credentials

2. I hold a Masters of Music degree from the Manhattan School of Music and from 1979 through May 2000 held the post of Chairman of the Theory Department with the Manhattan School of Music. Additionally, I have taught music theory at various private and public institutions, including, but not limited to the Juilliard School of Music. I have written two books on contemporary music: Popular and Jazz Harmony and Melody and Harmony In Contemporary Songwriting. (A copy of my curriculum Vitae is annexed hereto as Exhibit " ").

3. I have been qualified as an expert witness in the area of musicology in not less than thirteen (13) actions and have been deposed in that professional capacity in numerous other actions. I have never been excluded as an expert musicologist in any action.

4. Past clients of Donato who utilized my office's musicology services include such prominent entities as Atlantic Record Corp, BMG Music Publishing, Inc., EMI Music Publishing, Sony Music Group, Universal Music Group, Warner/Chappel and Zomba Music Publishing Group.

II. Materials Reviewed

5. In undertaking my analysis of "Play With Fire" and "Playing With Fire", I reviewed: (a) a sound recording of the musical composition "Play with Fire" performed by the Rolling Stones; (b) a sound recording labeled "Street Sample Clearance" containing an arrangement of "Play With Fire" performed by the Defendant, Lil Wayne, which, upon information and belief, was sent to Plaintiff by Defendants; (c) a commercially released recording of "Tha Carter III" which includes the musical composition "Playing With Fire" performed by Lil Wayne and Betty Wright.; and (d) a musical transcription of the relevant portions of each composition prepared by Donato Music and a copy of the published sheet music of "Play With Fire".

III. Conclusions

6. After listening to, comparing and analyzing the music and lyric content of the aforementioned materials, I determined that the Lil Wayne & Betty Wright "Playing With Fire" sound recording contains significant similarities in music and lyrics to the composition "Play With Fire" written by the original members of the Rolling Stones. The unique combination of similar elements in these two compositions is so striking so as to indicate that "Playing With Fire" was clearly based upon the composition "Play with Fire". These similarities are so obvious and blatant that anyone familiar with "Play With Fire" will immediately recognize that "Playing With Fire" was derived from the original composition by the original members of the Rolling Stones.

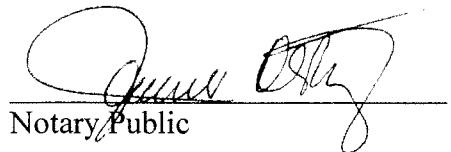
7. More technically, the two compositions are in the key of E minor and maintain the tonic E minor chord throughout the first section of the composition. Moreover, the opening

"Tha Carter III" without any license for the derivative use of "Play With Fire."



ANTHONY RICIGLIANO

Sworn to before me this 13 day
of July 2008



Notary Public

JENNIE ORTIZ
Notary Public, State of New York
Qualified in Westchester County
Reg. No. 01OR6093885
My Commission Expires June 9, 2011